

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

IN RE:	§	
	§	CASE NO. 12-12272-TMD
JOHN E. GILMORE	§	
VALERIE A. GILMORE	§	CHAPTER 7
<i>Debtors</i>	§	

**OBJECTION TO TRUSTEE’S APPLICATION TO SELL PROPERTY  
FREE AND CLEAR OF LIENS AND OTHER INTERESTS AND  
FOR PAYMENT OF CERTAIN COSTS OF SALE**

TO THE HONORABLE U.S. BANKRUPTCY JUDGE:

NOW COMES, Briarwood Partners, Ltd. (“Briarwood Ltd.”), and Briarwood Partners G.P., L.L.C. (“Briarwood G.P.”), parties-in-interest, and file this objection to the Trustee’s Application to Sell Property Free and Clear of Liens and Other Interests and for Payment of Certain Costs of Sale (the “Application”), and in support thereof would respectfully show the court as follows:

**INTRODUCTION**

1. On January 14, 2014, the Trustee filed the Application seeking to sell the bankruptcy estate’s interest in three partnerships. The sale went forward on February 18, 2014, except that the bankruptcy estate’s interest in Briarwood G.P. was not included in the sale. The court scheduled a hearing on March 24, 2014 to address the Briarwood G.P. interest.

2. Briarwood G.P. is the general partner of Briarwood Ltd., and owns one percent (1%) of Briarwood Ltd. The bankruptcy estate holds a fifty percent (50%) interest in Briarwood G.P. Thus, essentially the bankruptcy estate holds a one-half of one percent (.5%) interest in Briarwood Ltd. Briarwood G.P. has no assets other than its one percent (1%) interest in Briarwood Ltd.

**OBJECTION**

3. Briarwood Ltd. objects to the proposed sale of the bankruptcy estate's interest in Briarwood G.P. because such sale could result in a default under the loan agreements between Briarwood Ltd. and its lender, Amerisphere Multifamily Finance, L.L.C. (the "Lender"). As a result of the contemplated sale, the Lender may declare a default and exercise the remedies available to it, including foreclosure of the property owned by Briarwood Ltd. The proposed sale of the bankruptcy estate's interest in Briarwood G.P. would result in severe harm and prejudice to Briarwood Ltd. and jeopardize any potential value in Briarwood G.P. as well.

4. Briarwood G.P. objects to the proposed sale of the bankruptcy estate's interest in Briarwood G.P. to the extent the Trustee seeks to sell such interest free and clear of the obligations applicable to members of Briarwood G.P. and the Regulations that govern Briarwood Partners G.P., L.L.C. In particular, Section 3.4 of the Regulations provides to Briarwood G.P. an option to acquire the interest in Briarwood G.P. once such interest is transferred to a successful bidder and the bankruptcy court enters an order approving such transaction. Briarwood G.P. hereby puts all potential bidders on notice of the purchase option provided in Section 3.4 of its Regulations.

5. Briarwood Ltd. and Briarwood G.P. do not consent to the Trustee's proposed sale of the bankruptcy estate's interest in Briarwood G.P.

WHEREFORE, PREMISES CONSIDERED, Briarwood Partners, Ltd. and Briarwood Partners G.P., L.L.C. respectfully pray that the Court deny the Trustee's request to approve the sale of the bankruptcy estate's interest in Briarwood G.P., and that the Court grant them such further and additional relief to which they show themselves justly entitled.

Respectfully submitted,

**HAWASH MEADE GASTON NEESE & CICACK LLP**

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***Attorneys for Briarwood Partners, Ltd. and  
Briarwood Partners G.P., L.L.C.***

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document has been served via the Court's ECF noticing system and/or by regular mail, on this the 13<sup>th</sup> day of March, 2014, as follows:

John E. Gilmore  
Valerie A. Gilmore  
503 Explorer Street  
Austin, Texas 78734  
***Debtors***

United States Trustee  
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***U.S. Trustee***

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***Chapter 7 Trustee***

/s/ Walter J. Cicack

Walter J. Cicack